

# Healthia Limited (the Company)

## Code of Conduct

This Code of Conduct sets out the standards to which each director, senior executive and employee will adhere to whilst conducting their duties for Healthia Limited (**Healthia** or **Company**).

1. **Code of Conduct provisions relevant to all Directors, Senior Executive and Employees**
  - 1.1 A director, senior executive and employee must act in good faith and in the best interests of Healthia as a whole.
  - 1.2 A director, senior executive or employee must not make improper use of information acquired in their respective role to gain a personal advantage or cause detriment to Healthia.
  - 1.3 A director, senior executive and employee shall abide by the terms of this Code of Conduct and uphold the ethical standards and corporate behaviour described in the Code.
  - 1.4 A director, senior executive or employee must not engage in conduct, or make any public statement likely to prejudice Healthia's business or likely to harm, defame or otherwise bring discredit upon Healthia, fellow directors or staff.
  - 1.5 A director, senior executive or employee may make such a statement only if they believe it to be in good faith and in the best interests of Healthia as a whole to make such a statement. Where uncertainty exists as to whether a statement is in the best interests of Healthia, the statement will be submitted to the Board of Directors for approval.
2. **Code of Conduct provisions relevant to all Directors**
  - 2.1 Each director must recognise that, in acting as a director of Healthia, their duty must be to serve the interests of the members of Healthia as a whole, not the interests of any particular group of directors or stakeholders or the director's personal or commercial interests.
  - 2.2 Each director has a fiduciary and statutory duty not to place themselves in a position which gives rise to a real or substantial possibility of conflict, whether it be a conflict of interest or conflict of duties. Each director is required:
    - (a) to ensure that the Board is notified (whether by formal standing notice or notification to the Company Secretary or Board immediately on becoming aware) of any interest which may give rise to a real or substantial possibility of conflict, including any material personal interests; and
    - (b) if any matter is or likely to be brought before the Board which could give rise, or be perceived to give rise, to a real or substantial possibility of conflict, then the director:
      - (i) shall disclose this to the Board;
      - (ii) shall continue to receive Board papers or other information which relates to the matter which is the subject of the conflict of interest, unless the director requests, or the Chair determines, that he or she shall not receive any or all of those documents; and
      - (iii) shall withdraw from any part of a Board or Board committee meeting for the duration of any discussion and not vote on the matter, unless a majority of directors who do not have an interest in the matter resolve that the disclosed interest should not disqualify the director.
  - 2.3 In addition to the above each director must give notice to the other directors of any matter in which he or she has a material personal interest that relates to the affairs of the Company and

must not participate in any discussions in relation to any such matter or participate in any vote in relation to the same, except to the extent and in the circumstances permitted by the Corporations Act.

- 2.4 Directors must ensure any dealings in shares are in strict compliance with the Company's Securities Trading Policy and otherwise in accordance with the values of honesty and integrity.
- 2.5 If a director is or becomes aware of any information, facts or circumstances which will or may affect that director's independence, the director must immediately disclose all relevant details in writing to the Company Secretary and the Chair.
- 2.6 The directors acknowledge that all proceedings of the Board and its committees are strictly confidential and will not be disclosed to any person other than Board members, except as agreed by the Board or as required by law or by the ASX Listing Rules.
- 2.7 A director has a duty to perform the functions of office and exercise the powers attached to that office with a degree of care and diligence that a reasonable person would exercise if they were a director in the same circumstances.
- 2.8 A director must bring an enquiring, open and independent mind to board meetings, listen to the debate on each issue raised, consider the arguments for and against each motion and reach a decision that he or she believes, to be in the best interests of Healthia as a whole.

*End of policy*